

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
JOHN F. HUNT
GEORGE J. GILLESPIE, III
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE

ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER
EVAN R. CHESLER
PATRICIA GEOGHEGAN
D. COLLIER KIRKHAM
MICHAEL L. SCHLER
DANIEL P. CUNNINGHAM
KRIS F. HEINZELMAN
B. ROBBINS KIESSLING
ROGER D. TURNER
PHILIP A. GELSTON
RORY O. MILLSON
NEIL P. WESTREICH
FRANCIS P. BARRON
RICHARD W. CLARY
WILLIAM F. ROGERS, JR.
JAMES D. COOPER

RECORDATION NO. 6077-E

OCT 10 1986 11-30 AM

6-283A034

INTERSTATE COMMERCE COMMISSION

OCT 10 1986

10.00

TELEPHONE
212 422-3000

TELEX
RCA 233663
WUD 125547
WUI 620976
TRT 177149

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, LONDON E. C. 2
2 HONEY LANE, CHEAPSIDE
LONDON EC2V 8BT, ENGLAND
TELEPHONE: 1-606-1421
TELEX: 8814901
RAPIFAX/INFOTEC:
1-606-1425

October 8, 1986

Bill of Sale and Complete Release of Liens
Dated as of September 23, 1986
with respect to a Conditional Sale Agreement and Lease of
Railroad Equipment Filed Under Recordation Number 6077

Dear Ms. McGee:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of The Kansas City Southern Railway Company for filing and recordation counterparts of the following document:

Bill of Sale and Complete Release of Liens dated as of September 23, 1986, with United States Trust Company of New York.

The Bill of Sale and Complete Release of Liens release all right, title and interest of the Seller in and to the equipment described in and subject to the Conditional Agreement dated as of March 1, 1971, previously filed and recorded with the Interstate Commerce Commission on March 16, 1971, at 12:45 p.m., Recordation No. 6077, Lease of Railroad Equipment dated as of March 1, 1971, as amended by an Amendment Agreement dated as of March 1, 1971, previously filed and recorded with the Interstate Commerce Commission on March 16, 1971, at 12:45 p.m., and March 30, 1971, at 10:15 a.m., respectively, Recordation Nos. 6077-A and 6077-B, respectively.

C. D. Sullivan
6077-C
Should be E

Please file and record the Bill of Sale and Complete Release of Liens submitted with this letter and assign it Recordation Number 6077-C.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the documents.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
as Agent for
The Kansas City Southern
Railway Company

Noreta R. McGee, Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

encls.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/15/86

Laurance V. Goodrich
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/10/86 at 11:30am, and assigned recordation number(s). 6077-C

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 6077 E Filed 2. 2. 1971

OCT 10 1986 11:30 AM

BILL OF SALE
and
COMPLETE RELEASE OF LIENS

INTERSTATE COMMERCE COMMISSION

UNITED STATES TRUST COMPANY OF NEW YORK (hereinafter called the "Seller"), acting solely as trustee for Chemical Bank under a Trust Agreement dated as of March 1, 1971, in consideration of the sum of \$2,390,000.00 paid by THE KANSAS CITY SOUTHERN RAILWAY COMPANY (hereinafter called the "Assignee"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Assignee, its successors and assigns, all right, title, and interest to the following units of railroad equipment (hereinafter called the "Equipment") to the extent such right, title and interest was received from the builder of the Equipment, General Motors Corporation (Electro-Motive Division):

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Railroad Nos.</u>
3000 H.P. Model SD-40 Diesel Locomotive	8	\$150,000 each	628 thru 635 inclusive
1500 H.P. Model SW-1500 Switching Locomotive	14	\$ 85,000 each	1518 thru 1531 inclusive

To have and to hold all and singular said right, title and interest to the Equipment to the Assignee, its successors and assigns, for its and their own use and behoof forever.

And the Seller hereby warrants to the Assignee, its successors and assigns, that the Equipment is free and clear of all claims, liens, security interests and other encumbrances arising from any acts of the Seller.

The Equipment is sold on an "as-is-where-is" basis, and the Seller makes no warranties whatever with respect thereto except as stated in the preceding paragraph.

The Equipment was subject to a security interest pursuant to the Conditional Sale Agreement dated as of March 1, 1971, among General Motors Corporation (Electro-Motive Division), the Seller and the Assignee, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 16, 1971, at 12:45 p.m., Recordation No. 6077; and since all amounts

due under said Conditional Sale Agreement have been paid in full, pursuant to Article 4 thereof absolute right to the possession of, title to, and property in the Equipment vested in the Seller.

The Equipment was subject to a Lease of Railroad Equipment by and between the Seller and the Assignee dated as of March 1, 1971, as amended by an Amendment Agreement dated as of March 1, 1971, which were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 16, 1971, at 12:45 p.m., and March 30, 1971, at 10:15 a.m., respectively, Recordation Nos. 6077-A and 6077-B, respectively. Said Lease by its terms has expired; and accordingly, the Equipment is no longer subject to any liens of any documents filed with the Interstate Commerce Commission or otherwise.

IN WITNESS WHEREOF the Seller has caused this instrument to be executed in its name by a duly authorized officer and its seal to be hereunto affixed, duly attested, the 23 day of September 1986.

UNITED STATES TRUST COMPANY OF
NEW YORK, as Trustee as
aforesaid,

by

Louis R. [Signature]
Asst Vice President

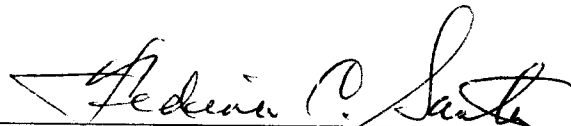
[Corporate Seal]

ATTEST:

Christine C. Collier
Assistant Secretary

STATE OF NEW YORK,)
) ss.:
 COUNTY OF NEW YORK,)

On this 23 day of September 1986, before me personally appeared Louis P. Young, to me personally known, who, being by me duly sworn, says that he is an Asst Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its By-laws and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


 Notary Public

[Notarial Seal]

My Commission expires

FEDERICO C. SANTOS
 Notary Public, State of New York
 No. 41-4691650
 Qualified in Queens County
 Commission Expires March 30, 1987 7